

**MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE BUSINESS LAW SECTION
OF THE STATE BAR OF CALIFORNIA**

Tuesday, January 9, 2007
Shore Room
Manhattan Beach Marriott Hotel
1400 Parkview Avenue, Manhattan Beach

The January 9, 2007 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 11:00 a.m., with James Cochran presiding.

A. ADMINISTRATIVE MATTERS

1. **Roll Call/Attendance.** Please refer to the attendance sheet at the end of the minutes.
2. **Consideration/Approval of December 12, 2006 Meeting Minutes.** The minutes of the December 12, 2006 meeting were approved.
3. **Future Meeting Dates and Sites.**
 - a. **February Meeting** – The February Committee meeting will be held on Tuesday, February 20, 2007 at 9:30 a.m. via video conference in the offices of Pillsbury Winthrop Shaw Pittman LLP (SF, LA, PA and SD) subject to confirmation of availability.
 - b. **Future Meetings** - Future meetings will be held via video conference at 9:30 a.m. in the offices of Pillsbury Winthrop Shaw Pittman LLP as follows, subject to confirmation of dates and availability of videoconference equipment:
 - i. Tuesday, March 13, 2007;
 - ii. Wednesday, April 11, 2007;
 - iii. Tuesday, May 8, 2007;
 - iv. Tuesday, June 12, 2007; (in person meeting)
 - v. Tuesday, July 10, 2007 (if held)
 - vi. Tuesday, August 14, 2007;
 - vii. State Bar Annual Meeting location,
September, 2007 (Details TBA).
4. **Applications to Committee.** The Committee reviewed the application of Kurt Christiansen. Upon motion made, seconded and unanimously carried, the Committee voted to forward his name to the Executive Committee to be added to the membership of the

Committee; Mr. Christiansen will be given the opportunity to elect between serving out the unexpired term of resigned members.

B. MAIN AGENDA ITEMS

1. Deposit Account Control Agreements.

Brenda Ruttenberg, Jim Cochran and Robert Sherman led a discussion of the new securitization insert for the General Deposit Account Control Agreement, prepared by the ABA Joint Task Force and asked whether the ABA insert reflected customary practice. Harry Sigman will talk to Ed Smith regarding some of the issues raised in the Committee's discussion to determine whether the ABA Task Force had taken those matters into account. Thereafter, the Subcommittee will discuss further. Ultimately, it is anticipated that the Subcommittee will prepare a letter commenting on the insert. The goal is to have the letter available for the ABA Task Force's next meeting, which is scheduled for January 25.

2. Publications and Programs Subcommittee.

a. Consideration of article by Vasco Morais entitled "Why Strip a Securitized Lease Payment?" Barry Graynor led a discussion of Vasco's article. The Committee complimented Vasco for his excellent work. Individual members will fax specific comments to Vasco and he will circulate another draft via e-mail, with a date certain for any final comments.

b. Report on other activities. Barry Graynor reported that the ABA Commercial Law Newsletter included a link to the Committee's letter to the PEB regarding the Commercial Money Center Case. He also reported that either he or Barry Dubin would be on a panel on 2007 Legislative Developments for California Corporate Counsel at the Winter Education Institute. Finally, he advised the Committee that potential panels for programs at the State Bar Annual Meeting must be submitted by January 26, 2007. Two proposed panels are (1) debtors' names and (2) hidden liens. He encouraged Committee members to suggest other topics so that they can be included in his submission on the Committee's behalf.

3. Report on UN Convention on the Assignment of Receivables in International Trade. Due to time constraints, the report was deferred until the February Committee meeting.

C. SUBCOMMITTEE AND OTHER REPORTS

1. Legislation and Case Law Tracking Subcommittee. Wansun Song reported that Larry Doyle is unable to provide the type of legislation tracking necessary to the Committee's work. He will transmit a list of search terms to Edith Warkentine who will explore the possibility of conducting the necessary search with the assistance of her school's research librarians.

2. Website Development and E-Communications Subcommittee.

a. The Committee discussed the revised "Ask the Expert" proposal and made additional suggestions. One more revision will be circulated for comment via e-mail with a date certain for any final comments and the proposal will be submitted to the BLS Executive Committee for approval.

b. Other developments. Jennifer Dinkleman reported that to date “technical difficulties” at the State Bar level precluded the updating of the Website. She is following up.

3. Hidden Liens Project. Elliot Hinds reported that some research remains outstanding, but that he has begun drafting an introduction and outline of the entire report and anticipates that a draft will be circulated among Subcommittee members within the next few weeks.

4. Uniform Assignment of Rents Subcommittee. Wansun Song reported that he anticipates a draft report will be ready to be distributed to the Committee by the end of February.

5. Debtor Names Subcommittee. Jim Cochran reported that Brad Crawford was forced to resign from the Committee due to a family emergency, and that it would be necessary to appoint a new Chair for the Subcommittee. Jan Kosel agreed to serve as Chair. Harry Sigman outlined possible areas for the Subcommittee to explore, including (a) a review of the approximately twenty cases decided since the effective date of Revised Article 9; (b) investigation into cultural naming norms, with particular emphasis on Hispanic and Asian names; (c) consideration of whether “last name” and “family name” are or should be considered to be synonymous; and (d) the meaning of “public record” with respect to registered organizations.

6. E-Commerce Subcommittee. Troy Zander reported that the law in this area is relatively clear and the Subcommittee will be directing its attention to what people are doing under existing law, such as what forms are being used, what are best practices, etc. Accordingly, the Subcommittee’s initial activities will be information-gathering in nature.

7. Liaison Subcommittee. Jan Kosel reported that all liaisons are active.

8. BLS Model Opinion Project. Kevin Cops and Jim Cochran reported that this project involved the review of a draft model opinion to be prepared by Jerry Grossman on behalf of the BLS Opinions Committee; until that draft has been prepared, there is no action called for by the UCC Committee.

9. Commercial Money Center Case. Jim Cochran reported that this Subcommittee has not taken any action since the last status report.

D. LIAISON UPDATES

1. Executive Committee Liaison. There was no report.

2. Insolvency Committee Liaison. Jay Bingham reported that the ILC is currently engaged in a few projects that may be of interest to the Committee: (1) A review of the California Law Revision Commission’s proposed modifications to mechanic’s lien law (2) preparation of a handbook for practitioners on the “nuts and bolts” of Chapter 11 and (3) working on proposals for Annual meeting programs, and working on publications.

3. Other Liaisons. There were no other liaison reports.

E. OTHER ITEMS NOT ON AGENDA

Jim Cochran announced that due to a family emergency, Brad Crawford has resigned from the Committee.

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The meeting was adjourned at approximately 1:00 p.m.

Attendance at the January 9, 2007 Meeting

Jim S. Cochran	Present
Barry A. Dubin	Present
Janice E. Kosel	Present
Wansun Song	Present
Harry C. Sigman	Present
Ariel Berrios	Absent
Kevin C. Cops	Present
Patrick Costello	Present
Bradley C. Crawford	Absent (Resigned)
Jennifer Dinkelman	Present
Francis X. Ferrer	Absent
Barry A. Graynor	Present
Elliott Hinds	Present
Vasco H. Morais	Present
John C. Oehmke	Present
Brenda H. Ruttenberg	Present
Robert Sherman	Present
Robert A. Trodella, Jr.	Present
Demetria Vong-Spillan	Absent
Edith R. Warkentine	Present
Troy Zander	Present
Pauline M. Stevens (Ex Com Liaison)	Absent
John J. ("Jay") Bingham (Insolvency Law Committee liaison)	Present
Nina Hong (Corporations Committee liaison)	Absent